

ASSOCIATION OF KANSAS THEATRE, INCORPORATED

CONSTITUTION

As amended March 2, 1980

ARTICLE I: NAME

The name of the organization shall be the Association of Kansas Theatre, Incorporated.

ARTICLE II: PURPOSE

The purposes of the Association of Kansas Theatre, Inc., are:

1. To promote and perpetuate the highest caliber of theatre production, teaching, research, and management at all levels of theatre within the state of Kansas.

2. To unite exclusively for literary and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, and in this connection, to promote and encourage all forms of theatre and dramatic endeavors in Kansas, to foster the exchange of information between persons and organizations engaged in theatrical activity, and to do all acts necessary or convenient for carrying out the foregoing purposes, provided that no purpose and no activity shall be undertaken and performed which is not permitted by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or any corresponding future provision of the Revenue Code.

3. To establish a Kansas membership similar in composition to and affiliated with the American Theatre Association to serve as the voice of ATA within the state.

ARTICLE III: MEMBERSHIP

1. Membership is open to any individual or group that supports the purposes of this organization.

2. Categories of membership and appropriate dues structures may be established from time to time by the Board of Directors.

ARTICLE IV: OFFICERS/EXECUTIVE COMMITTEE

The officers of the Association shall be a President, a President-Elect, a Secretary-Treasurer, and the Past-President. The officers will compose the Executive Committee of the Association. The officers will receive no salary for services to the Association.

ARTICLE V: BOARD OF DIRECTORS

The Board of Directors shall be composed of the above-named officers (Executive Committee) and the Chairpersons of the separate Divisions of the Association. The Board of Directors shall exercise the powers granted to it in the By-laws.

ARTICLE VI: MEETINGS

The Association shall meet at least once a year as called by the President.

ARTICLE VII: LIQUIDATION OF ASSETS

No part of the net income, revenue, and grants of the Association shall inure to the benefit of any member, officer or private individual (except that reasonable compensation may be paid for services rendered in connection with one or more of its purposes) and no member, officer, or any private individual shall be entitled to share in the distribution of a part of the assets of the Association on its dissolution or liquidation. In the event of such dissolution or liquidation, the assets of the Association, after payment of debts and obligations, shall be transferred to an organization with federal tax exemption for charitable and educational uses and purposes similar to those of this Association, which exempt organization shall be designated by the final Board of Directors of the Association.

ARTICLE VIII: AMENDMENTS

Amendments to this Constitution may be proposed by any ten members of the Association or by the Board of Directors, submitted in writing to the Secretary-Treasurer for distribution to the entire membership at least thirty (30) days prior to the Annual Meeting. Approval by two-thirds of those members attending the annual business meeting at which the amendment is presented is necessary to authorize the change.

ASSOCIATION OF KANSAS THEATRE, INCORPORATED

BY-LAWS

ARTICLE I: MEMBERSHIP

Section 1: Classification

There shall be three classes of membership:

1. Regular
2. Student
3. Organization

Section 2: Term of Membership

Annual, from September 1 to August 31.

Section 3: Dues

Annual membership dues shall be established by the Board of Directors.

Section 4: Voting Rights

1. Each regular and student member may cast one vote in elections and all matters submitted to a vote.
2. Each organization holding organizational membership shall certify to the Secretary/Treasurer the name of the person authorized to cast that organization's vote. Should that person also hold an individual membership, he/she does not forfeit his/her individual vote in casting the organization's vote.

ARTICLE II: EXECUTIVE COMMITTEE

Section 1: Composition

The Executive Committee shall be composed of the President, the President-Elect, the Secretary/Treasurer, and the Past President.

Section 2: Duties of Officers

1. The President shall:
  - a. preside at all meetings of the Association
  - b. serve as Chairperson of the Board and Executive Committee
  - c. make all appointments of committees, with approval of the Executive Committee and the Board of Directors
  - d. initiate procedures to fill vacancies on the Executive Committee and/or the Board of Directors
  - e. represent the Association to all agencies and organizations in the state, region and nation
  - f. submit the annual budget of the Association to the Board of Directors for approval
  - g. supervise staff in the carrying out of correspondence, membership functions, financial transactions and record keeping, and other assigned tasks for the Association



2. The President-Elect shall:

- a. fill the duties of the President in case of need
- b. supervise the planning and coordination of the Annual Meeting of AKT held in even-numbered (non-AACT/FEST) years
- c. serve on the Executive Committee

3. The Secretary/Treasurer shall:

- a. supervise staff in the carrying out of correspondence, membership functions, and financial transactions and record keeping for the Association
- b. furnish an annual membership and financial report to the Board of Directors and the membership at large
- c. record minutes of all business meetings and sessions of the Executive Committee and Board of Directors and the membership
- d. notify the membership of elections, annual meetings, constitutional revisions pending, and any other notification as directed by the President
- e. serve on the Executive Committee

4. The Past President shall

- a. provide counsel as needed to the President
- b. serve on the Executive Committee
- c. chair the Awards Committee

ARTICLE III: BOARD OF DIRECTORS

The Board of Directors shall be composed of the Officers, the Division Chairs and the Convention Chair.

Section 2: Duties of Officers (same as in Article II, Section 2)

Section 3: Duties of Board Members (Division Chairs)

1. One Division Chair each from Children's Theatre, Community Theatre (KCTC), Professional Theatre, Secondary School Theatre and University/College Theatre shall:

- a. represent the interests of their particular constituencies on the AKT Board
- b. coordinate the programs of special interest to their constituencies at the Annual Meeting of AKT
- c. promote membership in AKT among the practitioners in their particular Division of theatre throughout the state of Kansas
- d. initiate programs through the AKT Board of Directors for the benefit of their constituencies.

2. The Convention Chair shall supervise the planning and coordination of the Annual Meeting of AKT in odd-numbered (AACT/FEST) years

Section 4: Term of Office and Elections

1. The President shall serve a term of two years

- a. the term shall run from even-numbered to even-numbered years
- b. may serve other elected posts after the presidency
- c. may be re-elected President-Elect at a subsequent election

2. The President-Elect shall serve a term of one year
  - a. shall succeed to the Presidency without standing election
  - b. shall be elected in odd-numbered years
3. The Secretary/Treasurer shall be appointed by the President with the approval of the Board of Directors for a term of one year
  - a. may be re-appointed to successive terms of office
4. The Past President shall serve a term of one year:
  - a. shall succeed to this office automatically upon completion of his/her term of office as President.
5. The Past President shall serve a term of one year:
  - a. shall be elected by the Past President's Council
  - b. after noninations are solicited from Divisional members by the Division Chair, the Central Office shall conduct the election by mailed ballot to members of that Division and shall certify the results of the election of the Secretary/Treasurer
  - c. The University/College and Children's Theatre Division shall conduct elections in even numbered years, one year prior to the Chair-Elect's assuming the Chair in the odd-numbered years
  - d. The Community Theatre Division, the Secondary School Theatre Division and the Professional Theatre Division shall conduct elections in odd-numbered years one year prior to the Chair-Elect's assuming the Chair in even-numbered years
  - e. If the election cannot take place as outlined above, the Board will approve a Division Chair
6. The Convention Chair shall be appointed by the President with the approval of the Board of Directors for a term of one year
  - a. shall be appointed in even-numbered years

#### ARTICLE IV: HIRING OF STAFF

The Board of Directors is empowered to hire any necessary staff persons to carry out or assist in carrying out the work of the Association.

In the event an Executive Director is hired by the Board of Directors of AKT, such Executive Director shall, among others duties, keep an accurate record of all monies and other assets of the corporation and render accounts thereof to the directors and members whenever required. The Executive Director shall deposit all monies of the corporation in its name and to its credit in such banks and cash funds as the Board of Directors shall from time to time designate. He/she shall have power to endorse for deposit all notes, checks, and drafts received by the corporation. He/she shall disburse the funds of the corporation and shall have power to draw checks and drafts on the corporate bank accounts over his/her signature alone.

In the absence or inability of the Executive Director to perform these duties, the power to draw checks and disburse the funds of the corporation shall vest in the Secretary/Treasurer, or other such officer as the Board of Directors may, by resolution, have designated. A copy of such resolution shall be kept in the files of the bank or banks designated as the corporation's depository or depositories.



ARTICLE V: MEETINGS

An Annual Meeting will be held at a time and place designated by the President and approved by the Board of Directors.

- a. if possible, it will be scheduled in successive years in different sections of the state.
- b. it will be scheduled if possible to coincide with a meeting of one of the major constituent groups.
- c. the Secretary/Treasurer shall promote the Annual Meeting through contacts with affiliated organizations.
- d. a Business Meeting will be held as part of the Association's Annual Meeting to conduct the Association's official business.
- e. Robert's Rules of Order will be observed at all meetings.

ARTICLE VI: PAST PRESIDENTS COUNCIL

The Past Presidents Council, consisting of the Past Presidents of the Association, shall:

1. elect one member each year to serve as Past President on the Executive Committee
2. provide counsel as needed to the President

ARTICLE VII: 501 (c) (3) PROVISIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II (Constitution). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United State Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII: DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas in the county in which the principal office of

the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX: AMENDMENTS

These By-Laws may be amended by a two-thirds vote of the Board of Directors.

Amended:

March 19, 1982  
April 30, 1982  
January 23, 1983  
March 23, 1986